

**THIS OBJECTION SEEKS TO REDUCE, RECLASSIFY, MODIFY, AND  
ALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING  
THIS NOTICE OF ONE HUNDRED FORTY-FIFTH OMNIBUS  
OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS  
OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE  
LOCATED IN THE OMNIBUS OBJECTION AND/OR IN THE EXHIBIT  
ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION  
AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, SARAH DECKER, AT 214-746-7700.**

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Robert J. Lemons

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : Chapter 11 Case No.  
: **08-13555 (JMP)**  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** :  
: (Jointly Administered)  
**Debtors.** :  
-----X

**NOTICE OF HEARING ON DEBTORS' ONE HUNDRED FORTY-FIFTH  
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**PLEASE TAKE NOTICE** that on May 16, 2011, Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), filed their one hundred forty-fifth omnibus objection to claims (the “Debtors’ One Hundred Forty-Fifth Omnibus Objection to Claims”), and that a

hearing (the “Hearing”) to consider the Debtors’ One Hundred Forty-Fifth Omnibus Objection to Claims will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **June 30, 2011 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Debtors’ One Hundred Forty-Fifth Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-399, and on (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons, Esq. and Mark Bernstein, Esq.); (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea B. Schwartz, Esq.); and (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and

Evan Fleck, Esq.); so as to be so filed and received by no later than **June 15, 2011 at 4:00 p.m. (Eastern Time)** (the “Response Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the Debtors’ One Hundred Forty-Fifth Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors’ One Hundred Forty-Fifth Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: May 16, 2011  
New York, New York

/s/ Robert J. Lemons  
Robert J. Lemons

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Robert J. Lemons

Attorneys for Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----  
**In re** : **Chapter 11 Case No.**  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
-----  
x

**DEBTORS' ONE HUNDRED FORTY- FIFTH OMNIBUS  
OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**THIS OBJECTION SEEKS TO REDUCE, RECLASSIFY, MODIFY,  
AND ALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES  
RECEIVING THIS NOTICE OF ONE HUNDRED FORTY-FIFTH  
OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE  
OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR  
CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION  
AND/OR IN THE EXHIBIT ATTACHED THERETO TO  
DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR  
CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, SARAH DECKER, AT 214-746-7700.**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors, in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), respectfully represent as follows:

**Relief Requested**

1. The Debtors file this one hundred forty-fifth omnibus objection to claims (the “One Hundred Forty-Fifth Omnibus Objection to Claims”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “Procedures Order”) [Docket No. 6664], seeking to reduce, reclassify (in certain instances), modify the Debtor entity (in certain instances), and allow the claims listed on Exhibit A annexed hereto.<sup>1</sup>

2. The Debtors have examined the proofs of claim identified on Exhibit A and have determined that the proofs of claim listed on Exhibit A (collectively, the “Settled Derivatives Claims”) should be reduced, reclassified (in certain instances), modified (in certain instances), and allowed. Pursuant to this Court’s order approving procedures for the settlement or assumption and assignment of prepetition derivatives contracts (the “December Order”) [Docket No. 2257], claimants and the Debtors have negotiated settlements of disputes related to derivatives claims. These settlements

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<sup>1</sup> Not all claims listed on Exhibit A require reclassification or modification of the Debtor entity. Exhibit A, however, sets forth which specific claims will be reclassified as non-priority, general unsecured claims pursuant to the parties’ agreement as well as against which Debtor the claim shall be allowed.

include agreements regarding the claim amounts and identity of the correct Debtor entity against whom the claim is properly asserted. The settlements are reflected in executed termination agreements among the relevant parties or have been agreed to by the relevant parties in other writings or oral agreements. The proofs of claim being objected to are not consistent with the terms of such settlements. The Debtors, therefore, request that the Court reduce, reclassify, and/or modify, as appropriate, each such claim to reflect (a) the Debtor listed on Exhibit A under the column heading “*Modified Debtor*,” (b) the amount listed under the column heading “*Modified Amount*,” and (c) the classification listed under the column heading “*Modified Class*.” The Debtors further request that the Court allow each such claim only to the extent of such Modified Amount and Modified Class and only as to the Modified Debtor.

### **Jurisdiction**

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Background**

4. Commencing on September 15, 2008, and periodically thereafter, LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 17, 2008, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

6. On December 16, 2008, the Court entered the December Order, which approved and established specific procedures by which the Debtors could settle claims arising from the termination of prepetition derivatives contracts.

7. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as Examiner in the above-captioned chapter 11 cases (the “Examiner”) and by order, dated January 20, 2009 [Docket No. 2583], the Court approved the U.S. Trustee’s appointment of the Examiner. The Examiner has filed his report pursuant to section 1106(b) of the Bankruptcy Code [Docket No. 7531].

8. On January 14, 2010, the Court entered the Procedures Order, which authorizes the Debtors, among other things, to file omnibus objections to no more than 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

**The Settled Derivatives Claims Should Be Reduced, Reclassified, and Allowed**

9. In their review of the claims filed on the claims register in these cases, the Debtors have identified the claims on Exhibit A as being claims for which the Debtors specifically negotiated a settlement with the claimants for a total claim amount and (in certain instances) a classification and Debtor entity that is not the amount, classification, and/or Debtor that is reflected on such claimants’ proof of claim.

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the

claim's essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Pursuant to the December Order, the Debtors engaged in negotiations with certain claimants that had filed proofs of claim against the Debtors asserting obligations based on prepetition derivatives contracts. The Debtors and these claimants negotiated and agreed to claim amounts and (in certain instances) classifications and Debtor entities against which the claims are to be asserted that are not reflected on the proof of claim forms filed by these claimants. The agreements regarding the claim amounts, classification, and designation as to appropriate Debtor counterparty are reflected either in an executed termination agreement or other writing or oral agreement.

12. The holders of the Settled Derivatives Claims agreed that their claims are properly asserted against the Debtor counterparty that is reflected on Exhibit A under the column heading "*Modified Debtor*," and in the reduced amounts and classifications that are reflected under the column headings "*Modified Amount*" and "*Modified Class*." The Debtors are seeking only to reclassify claims or modify the Debtor where the claimant's proof of claim is not consistent with the Debtors' settlement with the claimant. Accordingly, in order to properly reflect the Debtors' and claimants' agreements with respect to the Debtor entity, amount, and classification of these claims, the Debtors request that the Court reduce, reclassify, and/or modify (as appropriate) each

Settled Derivatives Claim to reflect (a) the Debtor entity listed on Exhibit A under the column heading “*Modified Debtor*,” (b) the amount listed under the column heading “*Modified Amount*,” and (c) the classification under the column heading “*Modified Class*.” The Debtors further request that the Court allow each such Settled Derivatives Claim only to the extent of such modified amount and classification listed on Exhibit A under the column headings “*Modified Amount*” and “*Modified Class*,” and only as to the “*Modified Debtor*” set forth therein.

**Notice**

13. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this One Hundred Forty-Fifth Omnibus Objection to Claims on (i) the U.S. Trustee; (ii) the attorneys for the Creditors’ Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635]. The Debtors submit that no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: May 16, 2011  
New York, New York

/s/ Robert J. Lemons  
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
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Attorneys for Debtors  
and Debtors in Possession

# EXHIBIT A

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
1	AB MOORE, L.P. TRANSFEROR: BARCLAYS BANK PLC C/O MOORE CAPITAL MANAGEMENT, L.P. ATTN: LEGAL DEPARTMENT 1251 AVENUE OF THE AMERICAS, 53RD FLOOR NEW YORK, NY 10020	46966	10/26/2009	Lehman Brothers Commodity Services Inc.	Unsecured	\$10,223,081.00*	Lehman Brothers Commodity Services Inc.	Unsecured	\$10,223,081.00
2	BANK OF MONTREAL ATTN: BARRY STRATTON 111 WEST MONROE STREET CHICAGO, IL 60603	24932	09/21/2009	Lehman Brothers Commodity Services Inc.	Secured	\$6,311,722.48*	Lehman Brothers Commodity Services Inc.	Unsecured	\$5,700,000.00
3	BANK OF MONTREAL ATTN: BARRY STRATTON 111 WEST MONROE STREET CHICAGO, IL 60603	24934	09/21/2009	Lehman Brothers Commercial Corporation	Unsecured	\$1,676,054.32*	Lehman Brothers Commercial Corporation	Unsecured	\$1,500,000.00
4	BANK OF MONTREAL ATTN: BARRY STRATTON 111 WEST MONROE STREET CHICAGO, IL 60603	24936	09/21/2009	Lehman Brothers Holdings Inc.	Unsecured	\$6,311,722.48*	Lehman Brothers Holdings Inc.	Unsecured	\$5,700,000.00
5	BANK OF MONTREAL ATTN: BARRY STRATTON 111 WEST MONROE STREET CHICAGO, IL 60603	24937	09/21/2009	Lehman Brothers Holdings Inc.	Unsecured	\$1,676,054.32*	Lehman Brothers Holdings Inc.	Unsecured	\$1,500,000.00

\* - Indicates claim contains unliquidated and/or undetermined amounts

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## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
6	BANK OF SCOTLAND PLC ATTN: OLIVER BASI 33 OLD BROAD STREET LONDON, EC2N 1HZ UNITED KINGDOM	17722	09/18/2009	Lehman Brothers Holdings Inc.	Unsecured	\$1,984,433.00*	Lehman Brothers Holdings Inc.	Unsecured	\$1,960,885.00
7	BANK OF SCOTLAND PLC ATTN: OLIVER BASI 33 OLD BROAD STREET LONDON, EC2N 1HZ UNITED KINGDOM	17723	09/18/2009	Lehman Brothers Commercial Corporation	Unsecured	\$1,984,433.00*	Lehman Brothers Commercial Corporation	Unsecured	\$1,960,885.00
8	BARCLAYS BANK PLC TRANSFEROR: AB MOORE, L.P. 745 SEVENTH AVENUE NEW YORK, NY 10019	46965	10/26/2009	Lehman Brothers Holdings Inc.	Unsecured	\$10,223,081.00*	Lehman Brothers Holdings Inc.	Unsecured	\$10,223,081.00
9	BEINT, LLC TRANSFEROR: MERRILL LYNCH CREDIT PRODUCTS, LLC PO BOX 8342 NEW YORK, NY 10150	21885	09/21/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$8,170,773.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$7,471,627.00
10	BLACKPORT CAPITAL FUND, LTD C/O BLACKSTONE DISTRESSED SECURITIES ADVISORS, LP ATTN: CHRIS SULLIVAN 280 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10017	28391	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$6,171.00*			

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
11	CCP CREDIT ACQUISITION HOLDINGS, LLC TRANSFEROR: SPCP GROUP, L.L.C. ATTN: LISA MURRAY & MARISOL CHAPPELL 375 PARK AVENUE 13TH FLOOR NEW YORK, NY 10152	14670	09/17/2009	Lehman Brothers Holdings Inc.	Unsecured	\$2,070,398.41	Lehman Brothers Holdings Inc.	Unsecured	\$2,044,547.25
	TRANSFERRED TO: CENTERBRIDGE SPECIAL CREDIT PARTNERS, LP TRANSFEROR: SPCP GROUP, L.L.C.ATTN: LISA MURRAY & SCOTT HOPSON 375 PARK AVENUE 13TH FLOOR NEW YORK, NY 10152				Unsecured	\$1,561,879.50		Unsecured	\$1,542,377.75

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
12	CENTERBRIDGE SPECIAL CREDIT PARTNERS, LP TRANSFEROR: SPCP GROUP, L.L.C. ATTN: LISA MURRAY & SCOTT HOPSON 375 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10152	14959	09/17/2009	Lehman Brothers Commodity Services Inc.	Priority Unsecured	\$57,292.65 \$1,485,085.03	Lehman Brothers Commodity Services Inc.	Unsecured	\$1,542,377.75
					Subtotal	\$1,542,377.68			
	CCP CREDIT ACQUISITION HOLDINGS, LLC CENTERBRIDGE SPECIAL CREDIT PARTNERS, LP TRANSFEROR: SPCP GROUP, L.L.C. ATTN: LISA MURRAY & MARISOL CHAPPELL 375 PARK AVENUE, 13TH FLOOR NEW YORK, NY 10152				Priority Unsecured	\$75,946.06 \$1,968,601.08		Unsecured	\$2,044,547.25
					Subtotal	\$2,044,547.14			

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
13	DEUTSCHE BANK AG, LONDON BRANCH TRANSFEROR: KFW (AKA KREDITANSTALT FUR WIEDERAUFBAU) WINCHESTER HOUSE, 1 GREAT WINCHESTER STREET ATTN: MICHAEL SUTTON/PHILIPP ROEVER LONDON, EC2 2DB UNITED KINGDOM	21957	09/21/2009	Lehman Brothers Special Financing Inc.	Priority Unsecured	\$441,805,802.17* \$71,866,149.70*	Lehman Brothers Special Financing Inc.	Unsecured	\$230,000,000.00
				Subtotal		\$513,671,951.87			
14	DEUTSCHE BANK AG, LONDON BRANCH (UK) TRANSFEROR: KFW (AKA KREDITANSTALT FUR WIEDERAUFBAU) ATTN: MICHAEL SUTTON/PHILIPP ROEVER WINCHESTER HOUSE, 1 GREAT WINCHESTER ST LONDON, EC2N 2DB UNITED KINGDOM	21958	09/21/2009	Lehman Brothers Holdings Inc.	Unsecured	\$513,671,951.87*	Lehman Brothers Holdings Inc.	Unsecured	\$230,000,000.00
15	FINECOBANK S.P.A. ATTN: ROBERTO FINESCHI PIAZZA DURANTE 11 MILAN, 20131 ITALY	15523	09/17/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$682,080.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$368,351.69

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
16	FORTIS ENERGY MARKETING & TRADING GP ATTN: JEFFREY GOLLOMP 1100 LOUISIAN STREET SUITE 4900 HOUSTON, TX 77002	13776	09/16/2009	Lehman Brothers Holdings Inc.	Secured Unsecured	Undetermined \$33,492,567.00*	Lehman Brothers Holdings Inc.	Unsecured	\$29,800,000.00
					Subtotal	\$33,492,567.00			
17	FORTIS ENERGY MARKETING & TRADING GP ATTN: JEFFREY GOLLOMP 1100 LOUISIANA STREET SUITE 4900 HOUSTON, TX 77002	13777	09/16/2009	Lehman Brothers Commodity Services Inc.	Secured Unsecured	Undetermined \$33,492,567.00*	Lehman Brothers Commodity Services Inc.	Unsecured	\$29,800,000.00
					Subtotal	\$33,492,567.00			
18	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA SA ACTING FOR AND ON BEHALF OF MADRID RENTABILIDAD DUAL IBEX, F.I. ATTN: MR. DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26540	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$1,360,998.20*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$1,131,418.90

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
19	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA SA ACTING FOR AND ON BEHALF OF CAJA MADRID EXCELLENCE GARANTIZADO, F.I. ATTN: DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26541	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$45,771.04*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$3,927.45
20	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA, S.A., ACTING FOR AND ON BEHALF OF ALTAE BRICC, F.I. ATTN: DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26532	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$765,717.96*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$672,530.21

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
21	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA, S.A., ACTING FOR AND ON BEHALF OF ALTAE PRIVATE EQUITY INDEX, F.I. ATTN: DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26533	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$38,163.93*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$14,570.98
22	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA, S.A., ACTING FOR AND ON BEHALF OF CAJA MADRID SELECCION FINANCIERA, F.I ATTN: DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26536	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$152,649.29*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$48,306.74

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
23	GESMADRID, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA, S.A., ACTING FOR AND ON BEHALF OF CAJA MADRID IBEX POSITIVO, F.I. ATTN: DAVID LARA LOPEZ, ASESORIA JURIDICA PASEO DE LA CASTELLANA N. 189 CP 28046 MADRID, 28020 SPAIN	26537	09/22/2009	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$3,021,453.23*	Lehman Brothers OTC Derivatives Inc.	Unsecured	\$3,021,453.00
24	HINDUSTAN PETROLEUM CORPORATION LIMITED EXECUTIVE DIRECTOR INT'L TRADE & SUPPLY ATTN: A.B. SATHE, ED- ITRS, HINDUSTAN PETROLEUM CORPORATION LIMITED PETROLEUM HOUSE - 2ND FLOOR 17, J.T. ROAD CHURCHGATE, MUMBAI, 400 020 INDIA	1277	12/10/2008	Lehman Brothers Holdings Inc.	Unsecured	\$680,700.00	Lehman Brothers Holdings Inc.	Unsecured	\$565,429.55

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
25	HINDUSTAN PETROLEUM CORPORATION LIMITED EXECUTIVE DIRECTOR INT'L TRADE & SUPPLY ATTN: A.B. SATHE, ED-ITRS, HINDUSTAN PETROLEUM CORPORATION LIMITED PETROLEUM HOUSE - 2ND FLOOR 17, J.T. ROAD CHURCHGATE, MUMBAI, 400 020 INDIA	581	11/10/2008	Lehman Brothers Commodity Services Inc.	Unsecured	\$680,700.00	Lehman Brothers Commodity Services Inc.	Unsecured	\$565,429.55
26	HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LTD (AS TRUSTEE FOR PRU INCOME XL FUND) C/O PRUDENTIAL ASSET MANAGEMENT (SINGAPORE) LTD ATTN: HEAD OF COMPLIANCE 30 CECIL STREET #20-01 , 049712 SINGAPORE	47058	10/26/2009	Lehman Brothers Holdings Inc.	Unsecured	\$186,488.90			

IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
27	HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LTD (AS TRUSTEE FOR PRU INCOME X FUND) C/O PRUDENTIAL ASSET MANAGEMENT (SINGAPORE) LTD ATTN: HEAD OF COMPLIANCE 30 CECIL STREET #20-01 , 049712 SINGAPORE	47060	10/26/2009	Lehman Brothers Holdings Inc.	Unsecured	\$606,651.50			
28	LEHMAN BROTHERS CDO OPPORTUNITY PARTNERS 2004-4 LLC C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ ONE BATTERY PARK PLAZA NEW YORK, NY 10017	33612	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$5,032,748.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$3,838,307.49
29	MINNESOTA LIFE INSURANCE COMPANY ATTN: PAUL C. DORN ADVANTUS CAPITAL MGMT 400 ROBERT ST. NORTH ST. PAUL, MN 55101-2098	14372	09/16/2009	Lehman No Case Asserted/All Cases Asserted	Unsecured	\$1,763,662.09	Lehman Brothers Special Financing Inc.	Unsecured	\$1,763,662.09

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	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
30	MONUMENTAL LIFE INSURANCE COMPANY ATTN: DEBRA DUBALL AEGON USA INVESTMENT MANAGEMENT, LLC 4333 EDEWOOD ROAD NE, MS 5110 CEDAR RAPIDS, IA 52499-5110	31972	09/22/2009	Lehman No Case Asserted/All Cases Asserted	Unsecured	\$2,953,948.15	Lehman Brothers Holdings Inc.	Unsecured	\$2,953,948.15
31	MONUMENTAL LIFE INSURANCE COMPANY ATTN: DEBRA DUBALL AEGON USA INVESTMENT MANAGEMENT, LLC 4333 EDGEWOOD ROAD NE, MS 5110 CEDAR RAPIDS, IA 52499-5110	31973	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$2,953,948.15	Lehman Brothers Special Financing Inc.	Unsecured	\$2,953,948.15
32	OLYMPUS ALC CO-BORROWER NO.1, L.P. C/O OLYMPUS MANAGEMENT, L.P. ATTN: JEFFREY GLAT 485 MADISON AVENUE, 18TH FLOOR NEW YORK, NY 10022	28406	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$2,400,000.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$116,000.00

IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
33	POUDRE VALLEY HEALTH CARE INC 2315 E. HARMONY ROAD, SUITE 200 ATTN: STEVE ELLSWORTH FORT COLLINS, CO 80528	14786	09/17/2009	Lehman Brothers Special Financing Inc.	Secured Unsecured	Undetermined \$3,000,000.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$2,000,000.00
					Subtotal	\$3,000,000.00			
34	SERENGETI LYCAON MM L.P. TRANSFEROR: SERENGETI OVERSEAS LTD. C/O SERENGETI ASSET MANAGEMENT LP ATTN: SHAKER CHOWDHURY, 632 BROADWAY 12TH FL NEW YORK, NY 10012	30540	09/22/2009	Lehman Brothers Special Financing Inc.	Secured Unsecured	Undetermined \$674,515.52*	Lehman Brothers Special Financing Inc.	Unsecured	\$512,233.81
					Subtotal	\$674,515.52			
35	SERENGETI LYCAON MM L.P. TRANSFEROR: SERENGETI OVERSEAS LTD. C/O SERENGETI ASSET MANAGEMENT LP ATTN: SHAKER CHOWDHURY, 632 BROADWAY, 12TH FL NEW YORK, NY 10012	32498	09/22/2009	Lehman Brothers Holdings Inc.	Secured	\$674,515.52*	Lehman Brothers Holdings Inc.	Unsecured	\$512,233.81

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
36	SOUTHWEST CORPORATE FEDERAL CREDIT UNION ATTN: BRUCE FOX, EXECUTIVE VICE PRESIDENT 6801 PARKWOOD BOULEVARD PLANO, TX 75024-7198	11577	09/11/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$2,533,217.00	Lehman Brothers Special Financing Inc.	Unsecured	\$2,300,000.00
37	SOUTHWEST CORPORATE FEDERAL CREDIT UNION ATTN.: BRUCE FOX, EXECUTIVE VICE PRESIDENT 6801 PARKWOOD BOULEVARD PLANO, TX 75024-7198	12591	09/14/2009	Lehman Brothers Holdings Inc.	Unsecured	\$2,533,217.00	Lehman Brothers Holdings Inc.	Unsecured	\$2,300,000.00
38	SPCP GROUP, L.L.C. TRANSFEROR: TENNENBAUM MULTI-STRATEGY MASTER FUND AS AGENT FOR SILVER POINT CAPITAL FUND, LP AND SILVER POINT CAPITAL OFFSHORE FUND, LTD ATTN: ADAM J. DEPANFILIS GREENWICH, CT 06830	15937	09/18/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$6,712,744.89	Lehman Brothers Special Financing Inc.	Unsecured	\$6,090,000.00

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
39	SPCP GROUP, L.L.C. TRANSFEROR: TENNENBAUM MULTI- STRATEGY MASTER FUND AS AGENT FOR SILVER POINT CAPITAL FUND, LP AND SILVER POINT CAPITAL OFFSHORE FUND, LTD ATTN: ADAM J. DEPANFILIS GREENWICH, CT 06830	15949	09/18/2009	Lehman Brothers Holdings Inc.	Unsecured	\$6,712,744.89	Lehman Brothers Holdings Inc.	Unsecured	\$6,090,000.00
40	STATE STREET BANK AND TRUST COMPANY ATTN: KEVIN L. COURTNEY 1776 HERITAGE DRIVE A5N QUINCY, MA 02171	19461	09/18/2009	Lehman Brothers Commercial Corporation	Unsecured	\$2,671,261.00*	Lehman Brothers Commercial Corporation	Unsecured	\$280,069.00
41	WEMBLEY NATIONAL STADIUM LTD ATTN MANAGING DIRECTOR WEMBLEY STADIUM WEMBLEY LONDON, HA9 0W5 UNITED KINGDOM	43791	10/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$1,351,137.20*	Lehman Brothers Special Financing Inc.	Unsecured	\$620,620.00

IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
42	ZAIS ZEPHYR A-5 LTD C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ ONE BATTERY PARK PLAZ NEW YORK, NY 10004- 1485	33622	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$816,876.05*	Lehman Brothers Special Financing Inc.	Unsecured	\$816,876.05
43	ZAIS ZEPHYR A-5, LTD C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ ONE BATTERY PARK PLAZA NEW YORK, NY 10004- 1485	34715	09/24/2009	Lehman Brothers Holdings Inc.	Unsecured	\$816,876.05	Lehman Brothers Holdings Inc.	Unsecured	\$816,876.05
44	ZEPHYR RECOVERY 2004-1 LP C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ ONE BATTERY PARK PLAZA NEW YORK, NY 10004- 1485	33645	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$9,042,182.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$7,507,507.32

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
45	ZEPHYR RECOVERY 2004-2 LP C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ ONE BATTERY PARK PLAZA NEW YORK, NY 10004- 1485	33643	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$9,257,011.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$7,930,548.54
46	ZEPHYR RECOVERY 2004-3 LP C/O SEWARD & KISSEL LLP ATTN: JUSTIN SHEARER, ESQ ONE BATTERY PARK PLAZA NEW YORK, NY 10004- 1485	33641	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$1,468,831.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$1,214,558.79
47	ZEPHYR RECOVERY II- A LP C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ. ONE BATTERY PARK PLAZA NEW YORK, NY 10004- 1485	33655	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$16,236,863.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$13,511,975.64

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)**

**OMNIBUS OBJECTION 145: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

	NAME	CLAIM #	FILED DATE	ASSERTED			MODIFIED		
				DEBTOR	CLASS	AMOUNT	DEBTOR	CLASS	AMOUNT
48	ZEPHYR RECOVERY II-B LP C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ. ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1485	34317	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$1,467,179.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$1,298,433.20
49	ZEPHYR RECOVERY II-C C/O SEWARD & KISSEL LLP ATTN: JUSTIN L. SHEARER, ESQ. ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1485	33649	09/22/2009	Lehman Brothers Special Financing Inc.	Unsecured	\$6,880,292.00*	Lehman Brothers Special Financing Inc.	Unsecured	\$5,724,952.26
				TOTAL	\$1,246,290,909.63		TOTAL	\$650,557,577.42	

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re** : **Chapter 11 Case No.**  
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)  
**Debtors.** : **(Jointly Administered)**

**ORDER GRANTING DEBTORS' ONE HUNDRED FORTY-FIFTH  
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

Upon the one hundred forty-fifth omnibus objection to claims, dated May 16, 2011 (the “One Hundred Forty-Fifth Omnibus Objection to Claims”),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking to reduce, reclassify (in certain instances), and modify the Debtor entity (in certain instances), and allow the Settled Derivatives Claims on the grounds that the Debtors and claimants have agreed upon a claim amount and, in certain instances, a classification and Debtor counterparty that is not currently reflected on claimants’ proofs of claim, all as more fully described in the One Hundred Forty-Fifth Omnibus Objection to Claims; and due and proper notice of the One Hundred Forty-Fifth Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors’ Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' One Hundred Forty-Fifth Omnibus Objection to Claims.

Exhibit A attached to the One Hundred Forty-Fifth Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635]; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the One Hundred Forty-Fifth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the One Hundred Forty-Fifth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the One Hundred Forty-Fifth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that each Settled Derivatives Claim listed on Exhibit 1 annexed hereto is hereby modified and allowed in the amount and classification and against the Debtor that is set forth on Exhibit 1 under the column headings “*Modified Amount*,” “*Modified Class*,” and “*Modified Debtor*”; *provided* that, the holder of a Settled Derivatives Claim against both (i) a Debtor based on a derivatives contract and (ii) LBHI based on its guarantee relating to that derivatives contract may not receive an aggregate recovery in respect of the Settled Derivative Claims greater than the applicable “*Modified Amount*”; and it is further

ORDERED that this Order supersedes all previous orders regarding the Settled Derivatives Claims listed on Exhibit 1 annexed hereto; and it is further

ORDERED that (i) the “*Modified Amount*” includes the total amount due to the claimant under, in respect of, or related to the applicable derivatives contract and (ii) the Settled

Derivatives Claim shall represent the sole right of the claimant to any distributions from any Debtors under, in respect of, or related to the applicable derivatives contracts; and it is further ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, any claim listed on Exhibit A to the One Hundred Forty-Fifth Omnibus Objection to Claims that does not appear on Exhibit 1 annexed hereto; and it is further ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2011  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE